

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1/A

TENDER OFFER STATEMENT PURSUANT TO SECTION
14(D)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

MEDISENSE, INC.

(NAME OF SUBJECT COMPANY)

AAC ACQUISITION, INC.,
a wholly owned subsidiary of
ABBOTT LABORATORIES

(BIDDERS)

Common Stock and
Class B Common Stock

(TITLE OF CLASS OF SECURITIES)

584960108

(CUSIP NUMBER OF CLASS OF SECURITIES)

Jose M. de Lasa
Senior Vice President, Secretary
and General Counsel
Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-3500
(847) 937-6100

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS ON
BEHALF OF BIDDER)

Copy to:
Robert A. Helman
Mayer, Brown & Platt
190 South LaSalle Street
Chicago, IL 60603
(312) 782-0600

Page 1 of 6 Pages
Exhibit Index is located on Page 6

1. Name of Reporting Person: AAC Acquisition, Inc.
SS or IRS Identification No. of Above Person: None.
Name of Reporting Person: Abbott Laboratories
SS or IRS Identification No. of Above Person: 36-0698440

2. Check the Appropriate Box if a Member of a Group: (a) / /
(b) / /

3. SEC Use Only:

4. Sources of Funds: WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e)
or 2(f): / /

6. Citizenship or Place of Organization: Massachusetts (AAC Acquisition,
Inc.); Illinois (Abbott Laboratories)

7. Aggregate Amount Beneficially Owned by Each Reporting Person:
19,121,138 Shares

8. Check if the Aggregate in Row (7) Excludes Certain Shares: / /

9. Percent of Class Represented by Amount in Row (7): 94.70%

10. Type of Reporting Person: CO (AAC Acquisition, Inc.)
CO (Abbott Laboratories)

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule 14D-1 dated April 4, 1996, as amended (the "Schedule 14D-1") of Abbott Laboratories, an Illinois corporation ("Parent"), and AAC Acquisition, Inc., a Massachusetts corporation and wholly-owned subsidiary of Parent (the "Purchaser"), filed in connection with the Purchaser's offer to purchase any and all shares of the common stock, \$.01 par value per share (the "Common Stock") and Class B common stock, \$.01 par value per share (the "Class B Common Stock" and together with the Common Stock, the "Shares") of MediSense, Inc., a Massachusetts corporation (the "Company"), upon the terms and subject to the conditions set forth in the Schedule 14D-1 (the "Offer"). Capitalized terms used but not otherwise defined herein shall have the meanings assigned to those terms in the Schedule 14D-1.

ITEM 5. PURPOSE OF THE TENDER OFFER AND PLANS OR PROPOSALS OF THE BIDDER.

Pursuant to the terms of the Merger Agreement, it is expected that as soon as practicable following the expiration of the Offer certain directors of the Company will resign as directors and Gary P. Coughlan, Miles D. White and Jose M. de Lasa, designees of Parent, will be elected as directors of the Company.

As soon as practicable following the expiration of the Offer, the Company will call a special meeting of its shareholders for the purpose of adopting the Merger Agreement. Purchaser intends to vote all Shares held by it in favor of adoption of the Merger Agreement and, therefore, adoption of the Merger Agreement by the Company's shareholders is assured.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

The Offer expired at 12:00 midnight, New York City time, on Wednesday, May 1, 1996. On May 2, 1996, Purchaser accepted for payment and, therefore, purchased all of the 19,121,138 Shares which were validly tendered and not withdrawn as of the expiration of the Offer, including 2,217,972 Shares which were tendered pursuant to guaranteed delivery procedures, at the Offer price of \$45.00 per Share. As a result, Purchaser and Parent beneficially own 94.70% of the outstanding Shares of the Company on a fully diluted basis.

ITEM 7. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO THE SUBJECT COMPANY'S SECURITIES.

By executing the Letter of Transmittal, each tendering stockholder has appointed designees of Purchaser as such stockholders' proxies with respect to the tendered Shares. All such proxies became effective as of Purchaser's acceptance for payment of the Shares tendered in response to the Offer. Such

proxies are irrevocable and coupled with an interest in the tendered Shares.

ITEM 10. ADDITIONAL INFORMATION.

On May 2, 1996, Parent issued the press release attached hereto as Exhibit (a)(11). The full text of the press release is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS

(a)(11) Press Release dated May 2, 1996.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 2, 1996

AAC ACQUISITION, INC.

/s/Gary P. Coughlan

Name: Gary P. Coughlan
Title: Vice President and Treasurer

ABBOTT LABORATORIES

/s/Gary P. Coughlan

Name: Gary P. Coughlan
Title: Senior Vice President, Finance
and Chief Financial Officer

EXHIBIT INDEX

Exhibit

Description

(a)(11)

Press Release dated May 2, 1996.

FOR IMMEDIATE RELEASE

Media:
Rick Moser
Abbott Laboratories
(847) 937-8943

Financial Community:
Patricia Bergeron
Abbott Laboratories
(847) 938-5633

ABBOTT LABORATORIES ACQUIRES CONTROL OF MEDISENSE, INC.

ABBOTT PARK, Ill., May 2, 1996 -- Abbott Laboratories announced today that it has acquired control of MediSense, Inc. Abbott's cash tender offer to purchase all of the outstanding common stock of MediSense, Inc. expired as scheduled at midnight, Eastern Standard Time, on Wednesday, May 1, 1996. The tender offer has not been extended.

A total of 19,121,138 shares of MediSense common stock were validly tendered and not withdrawn prior to the expiration of the offer, including 2,217,972 shares subject to guaranteed delivery procedures. Abbott has accepted all of these shares for payment. These shares represent approximately 94 percent of MediSense's outstanding shares on a fully diluted basis.

"Our acquisition of MediSense gives us a prominent position in an attractive new business for Abbott and will create many opportunities for synergy with other Abbott divisions," said Duane L. Burnham, Abbott chairman and chief executive officer. "We are proud to join MediSense's superior technology and outstanding people with our company."

As the final step of the acquisition process, MediSense will be merged with a wholly owned subsidiary of Abbott. To complete this step, a special meeting of MediSense shareholders will be called to approve the merger. Given Abbott's controlling interest in the company, shareholder approval is assured.

Under the terms of Abbott's March 29, 1996, definitive agreement with MediSense, Abbott will pay the MediSense equity holders approximately \$876 million, net of the exercise price on existing MediSense options, for 100 percent of the equity in MediSense.

MediSense is the biosensor technology leader in blood glucose self-testing systems for people with diabetes.

According to Miles D. White, senior vice president, diagnostics operations, Abbott has other internal and external initiatives underway to secure industry-leading technology in glucose monitoring. "In addition to providing immediate access to the fastest-growing segment of the worldwide diagnostics market, MediSense's research and development program will augment Abbott's existing work to develop and commercialize future non-invasive monitoring technologies," said White.

Abbott Laboratories is a worldwide manufacturer of health care products, employing 50,000 people. In 1995, the company's sales and net earnings were \$10.0 billion and \$1.7 billion, respectively, with earnings per share of \$2.12.

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